

THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

VEREIT, Inc.,

Plaintiff,

v.

**Nicholas S. Schorsch, Peter M. Budko,
William M. Kahane, and Edward M. Weil,**

Defendants.

Civil Action No. 17-cv-6546

ORAL ARGUMENT REQUESTED

**DEFENDANTS' MOTION TO DISMISS OR STAY UNDER
FEDERAL RULE OF CIVIL PROCEDURE 12(B)(1)**

PLEASE TAKE NOTICE that, upon the Declaration of Robin L. Cohen dated October 24, 2017, and the accompanying memorandum of law and exhibits, and upon all pleadings and papers previously filed herein, Defendants Nicholas S. Schorsch, Peter M. Budko, William M. Kahane, and Edward M. Weil (collectively, "Defendants"), by and through their undersigned counsel, will move this Court to dismiss Plaintiff's Complaint [Dkt. No. 5] ("Complaint") pursuant to Fed. R. Civ. P. 12(b)(1) for lack of subject matter jurisdiction. In the alternative, this case should be dismissed or stayed pursuant to the *Wilton-Brillhart* abstention doctrine.

Dated: October 24, 2017

Respectfully submitted,

/s/ Robin L. Cohen

Robin L. Cohen
New York Bar No.: 2254019

rcohen@mckoolsmith.com
Natasha Romagnoli
New York Bar No. 3040334

nromagnoli@mckoolsmith.com
Elizabeth Sherwin
New York Bar No. 1998228

esherwin@mckoolsmith.com
McKOOL SMITH, P.C.
One Bryant Park, 47th Floor
New York, New York 10036
Telephone: (212) 402-9400
Facsimile: (212) 402-9444

ATTORNEYS FOR DEFENDANTS

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document has been served on all counsel of record via the Court's ECF system on October 24, 2017.

/s/ Robin L. Cohen

Robin L. Cohen